

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Argo Global Special Situations
Fund, et al.,

File No. 10-cv-03614 JNE/SRN

Plaintiffs,

v.

Wells Fargo Bank, National
Association, as Indenture Trustee;
Tristan Oil, Ltd., a British Virgin
Islands Company; GLG Atlas
Macro Fund; Renaissance
Securities (Cyprus) Limited;
Vision Advisors III Limited; and
Sputnik Group Ltd.,

**MOTION OF
DEFENDANT TRISTAN OIL, LTD.
TO DISMISS PURSUANT TO FEDERAL
RULE OF CIVIL PROCEDURE 12(B)(1),
(2), (6), AND (7) AND ON GROUNDS OF
FORUM NON CONVENIENS,
OR TO ABSTAIN**

Defendants.

PLEASE TAKE NOTICE that Defendant Tristan Oil, Limited (“Tristan”) hereby moves this Court to dismiss under Federal Rules of Civil Procedure 12(b)(1), (2), (6) and (7) and on grounds of *forum non conveniens*, or to abstain, on the following grounds:

1. The action should be dismissed because this Court lacks subject matter jurisdiction.
2. The claims against Tristan should be dismissed because there is no personal jurisdiction over Tristan.
3. The action should be dismissed for failure to join a necessary party.
4. The claims against Tristan should be dismissed based on the doctrine of *forum non conveniens*.
5. Counts I-III and V-VI should be dismissed for failure to state a claim.

6. The court should, in the alternative, abstain from hearing Counts I-III and V-VI under the doctrine articulated in *Colorado River Water Conservation Dist. v. United States*, 424 U.S. 800 (1976), and *Moses H. Cone Memorial Hospital v. Mercury Construction*, 460 U.S. 1 (1983).

A memorandum of law, together with any affidavits and exhibits, in support of this motion, will be filed in accordance with Rule 7.1 of the Local Rules for the United States Court for the District of Minnesota.

Anthony D. Ullman (pro hac vice admission pending)
Salans LLP
Rockefeller Center
620 Fifth Avenue
New York, NY 10020-2457
(212) 632-5500

and

Dated: October 22, 2010

s/Jon S. Swierzewski
Jon S. Swierzewski (108017)
Larkin Hoffman Daly & Lindgren Ltd.
1500 Wells Fargo Plaza
7900 Xerxes Avenue South
Minneapolis, Minnesota 55431-1194
(952) 835-3800

Attorneys for Defendant Tristan Oil, Ltd.

1326923.1